

1 Mr. Steven J. Muehler

2 [REDACTED]
3 Marina Del Rey, California [REDACTED]

4 Phone [REDACTED]

5 UNITED STATES OF AMERICA

6 BEFORE THE

7 SECURITIES AND EXCHANGE COMMISSION

8
9 IN THE MATTER OF:

ADMINISTRATIVE PROCEEDING.: FILE NO. 3-16836

10
11 STEVEN J. MUEHLER,

12 ALTERNATIVE SECURITIES MARKETS GROUP
13 CORPORATION, AND BLUE COAST SECURITIES
14 CORPORATION, DBA GLOBALCROWDTV, AND
15 BLUE COAST BANC.

AMENDED RESPONSE TO ORDER INSTITUTING
ADMINISTRATIVE AND CEASE-AND-DESIST
PROCEEDINGS TO SECTIONS 15(D) AND 21C
OF THE SECURITIES EXCHANGE ACT OF 1934

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18
19 PRELIMINARY STATEMENT

20 1. On September 28th, 2015, the United States Securities and Exchange Commission (the
21 "Commission") formally alleged that Mr. Steven J. Muehler engaged in: (i) a Fraudulent Scheme and Unlawful
22 Broker-Dealer Activity pursuant to Section 15(b) and 21C of the Securities Exchange Act of 1934 with an Order
23 Instituting Cease-and-Desist Proceedings pursuant to Section 21C of the Securities and Exchange Act of 1934 (the
24 "OIP") (*In the Matter of Steven J. Muehler, Alternative Securities Markets Group Corporation, and Blue Coast
25 Securities Corporation, dba GlobalCrowdTV, Inc. and Blue Coast Banc, Administrative Proceeding File Number 3-
26 16836*) before an SEC Administrative Law Judge ("SEC ALJ") at the Commission to determine, inter alia, whether

1 Mr. Muehler should be ordered to pay a civil penalty pursuant to Section 21B(a) of the Exchange Act and whether
2 Mr. Muehler should be ordered to pay disgorgement pursuant to Sections 21B(e) and 21C(e) of the Act.

3
4 2. Pursuant to the Commission's Rules of Practice, Mr. Muehler is required to submit this
5 Amended Answer to the OIP on or about December 18th, 2015.

6
7 3. SEC Administrative proceedings violate Article II of the United States Constitution, which
8 states that the "Executive Power shall be vested in a President of the United States of America".

9
10 4. An SEC ALJ, appointed for a life-term tenure, presides over an administrative proceeding.
11 Statutes and regulations make clear that SEC ALJs are Executive Branch "Officers" within the meaning of Article
12 II. SEC ALJs are NOT mere recommenders to the Commission or mere employees performing fact-gathering
13 exercises for final review by the Commission; rather, they have enormous and practically unchecked authority.
14 Moreover, there is no obvious constitutional warrant for such unchecked or unbalanced administrative power. See
15 *SEC v Citigroup Global Markets, Inc.*, 11-CV-7387 JSR, 2014 WL 3827497 (S.D.N.Y. Aug 5, 2014).

16
17 5. The SEC ALJ position is established by law and the duties, salary, and means of appointment
18 for the office are specified by statute. They have the power to take testimony, conduct hearings, rule on the
19 admissibility of evidence, and have the power to enforce compliance with discovery orders. The SEC ALJ can
20 render punishment, including civil money penalties and ban an individual for life from the securities business. In the
21 course of carrying out those functions, the SEC ALJs exercise significant discretion.

22
23 6. The SEC ALJs cannot be removed "at will" by the Commission but can only be removed for
24 "good cause". The SEC's own Rules of Practice provide the SEC ALJs with enormous authority over Mr. Muehler
25 in this proceeding and the Commission's review of the SEC ALJs' decision affords that judgment with tremendous
26 deference. In effect and practice, the SEC ALJ renders the decision of the Commission in Administrative
27 Proceedings. An appointee exercising significant authority pursuant to the Laws of the United States is an Officer of

1 the United States. *Landry v. FDIC*, 204 F.3d 1125, 1133, 340 U.S. App. D.C. 237, 245 (2000) (citing *Buckley v.*
2 *Valeo*, 424 U.S. 1, 216n. 162, 96S. Ct. 612 (1976)).

3
4 7. The Supreme Court has held that such Officers – charged with executing the Laws, a power
5 vested by the Constitution solely in the President – may not be separated from Presidential Supervision and removal
6 by more than one layer of tenure protection. *Free Enterprise Fund v. Pub. Co. Accounting Oversight Bd.*, 130 S. Ct.
7 3138, 561 U.S. 477 (2010) (“*Free Enterprise*”). In particular, if an officer can only be removed from office for good
8 cause, then the decision to remove that officer cannot be vested in another official, who, too, enjoys good-cause
9 tenure.

10
11 8. Yet, SEC ALJ’s enjoy at least two (and potentially more) layers of tenure protection. The SEC
12 Administrative Proceeding therefore violate Article II and are unconstitutional.

13
14 9. Additionally, as discussed herein, the Commission has singled out Mr. Muehler for disparate
15 treatment in comparison to similarly situated persons, and there is no rational relationship between the disparate
16 treatment and a legitimate government interest.

17
18 10. Without any rational basis, the Commission seeks, among other things, civil penalties from
19 Mr. Muehler in an Administrative Proceeding rather than a Federal Court Action, in doing so, the Commission has
20 unfairly and unconstitutionally singled out Mr. Muehler.

21
22 11. Mr. Muehler DENIES all allegations of wrongdoing and stands ready to mount a defense
23 against each and every one of the Commission’s allegations. Yet, under current Commission rules, Mr. Muehler will
24 be deprived of a Jury Trial, the right to use the discovery procedures of the Federal Court to shape his defense, and
25 the protections of the Federal Rules of Evidence which were crafted to bar unreliable evidence. The Commission is
26 denying Mr. Muehler these rights.

1 12. Mr. Muehler faces a proceeding where the rules prevent the Administrative Law Judge from
2 setting a reasonable trial schedule and issuing other appropriate rulings given the nature and potential complexity of
3 the case.

4
5 13. Mr. Muehler has conferred with representatives of the Commission, and they have offered no
6 explanation as to why Mr. Muehler is being singled out for disparate treatment, even when presented with clear data
7 showing disparate treatment, or to articulate a reason why it was proper to bring the case against Mr. Muehler in an
8 Administrative Proceeding rather than in District Court. In the absence of an explanation, Mr. Muehler is left with
9 the Commission's apparent motives and they are improper.

10
11
12 **SEC COMPLAINT "RESPONDENTS FRAUDULENT SCHEME AND**
13 **UNLAWFUL BROKER DEALER ACTIVITY"**

14
15 14. B-1 of SEC Complaint against MUEHLER states "Since at least August 2013, Muehler and
16 his companies, Blue Coast and ASMG, have offered to help small business raise money from investors. The
17 Respondents offer to structure and prepare securities offerings, shepherd the offerings through the Commission
18 review process, and then market the securities to the investing public. Although none of them was registered as a
19 broker-dealer, and Muehler was not associated with a registered broker-dealer, during this time, they have offered
20 and agreed to effect securities transactions for customers over the Internet, primarily under Regulation A in
21 connection with proposed securities offerings".

22
23 15. MUEHLER has successfully drafted more than 100 Private Placements Memorandums for
24 clients over the past ten years for companies looking to raise more than ONE HUNDRED MILLION DOLLARS in
25 investment capital.

26
27 16. To date, MEUEHLER has successfully drafted and filed with the United States Securities &
28 Exchange Commission more than twenty Regulation A Public Securities Offerings.

1
2 17. As of the date of this Amended Response to the Complaint, MUEHLER has drafted, filed and
3 cleared all SEC Comments for FOUR SEC Regulation A Registration Statements, which is the most of any single
4 source during calendar year 2015. Drafting, filing and working with an Issuer to qualify a public offering of
5 securities DOES NOT require and individual to be a Registered Broker Dealer, Registered Investment Advisor or an
6 attorney.

7
8 18. All of MUEHLER's Regulation A Registration Statements filed with the Commission were,
9 and are, all "*Direct Public Offerings from the Issuer to the public*", where NO PUBLIC SOLICIATION FOR THE
10 SALE OF ANY SECURITIES was ever conducted, except for under the "TEST THE WATERS" provision of
11 Regulation A, and ONLY AFTER all required TEST THE WATERS ITEMS were filed with the Commission. The
12 Commission has subpoenaed and deposed more than TEN of MUEHLER's Issuers, each have verified this
13 information under oath. The Commission's Dept of Enforcement has access to all of MUEHLER's Issuers filings
14 with the Commission, and has had more than EIGHTEEN MONTHS to verify this information.

15
16 19. In countless responses to comments to Examiners of the Commission, each of MUEHLER's
17 Issuers responded to each Examiner letting them know that no sales of securities would be made until AFTER SEC
18 qualification and completion of State Registrations. The Commission has subpoenaed and deposed more than TEN
19 of MUEHLER's Issuers, and each has verified this information under oath, and the Commission's Dept of
20 Enforcement has access to all of MUEHLER's Issuers response to comment letters submitted to SEC Examiners,
21 and has had more than EIGHTEEN MONTHS to verify this as fact.

22
23 20. At no time were any Securities going to sold through the Alternative Securities Markets
24 Group's Website until the "Alternative Securities Market" was either qualified as a National Securities Exchange, or
25 as a Securities Market exempt from Federal Registration, and until ASMG become a Licensed Broker Dealer, or
26 until ASMG become associated with a Licensed Broker Dealer. MUEHLER Filed SEC FORM ONE for the
27 Alternative Securities Market to become an Exempt from Federal Registration Securities Market on January 26th,
28 2015 (*see attached confirmation of application received by the Securities and Exchange Commission*).

1 21. In a written correspondence, written and mailed to the Securities and Exchange Commission
2 on April 29th, 2015, MUEHLER states that “The Alternative Securities Market is to be wholly owned and operated
3 by Alternative Securities Market, Inc., a newly formed California Stock Corporation. Alternative Securities Market,
4 Inc. is a wholly owned subsidiary of Alternative Securities Markets Group Corporation, a California Stock
5 Corporation in Good Standing. Alternative Securities Market, LLC will be the exclusive BROKER DEALER for all
6 Issuer Transactions on the Alternative Securities Market, and will begin its BROKER DEALER registration and
7 approval process beginning next week, with the submission of its SEC FORM BD to the State of California.
8 SHOULD THE BROKER DEALER APPLICATION NOT BECOME APPROVED PRIOR TO JUNE 1st, 2015,
9 THE ALTERNATIVE SECURITIES MARKET WILL DELAY THE BEGINNING OF OPERATIONS, AND
10 ONLY ALLOW ISSUERS TO “TEST THE WATERS” ON MARKET STARTING JUNE 1st, 2015, WITH NO
11 SECURITIES TRANSACTIONS HAPPENING ON MARKET UNTIL POST APPROVAL OF THE
12 ALTERNATIVE SECURITIES MARKET, LLC’S BROKER DEALER APPLICATION”. (see attached).

13
14 22. In July of 2015, MUEHLER hired Mr. Koorosh “Danny” Rahimi to head the Broker Dealer
15 Operations of the Alternative Securities Market. Mr. Rahimi was properly licensed with a Series 7, 6 & 63 license,
16 and SEC Form BD was submitted to FINRA in July of 2015. As part of his employment with Alternative Securities
17 Markets Group, Mr. Rahimi was tasked with studying and passing the Series 24 examination.

18
19 23. Also in July of 2015, MUEHLER hired Mr. Weslie Watt Johnson as the Chief Executive
20 Officer of Alternative Securities Markets Group Corporation, and Mr. David Dobkin as head of Investment Banking
21 of Alternative Securities Markets Group Corporation. During Mr. Johnson’s and Mr. Dobkin’s time at Alternative
22 Securities Markets Group Corporation, the firm entered into an Agreement with “Newport Coastal Securities
23 Corporation” of Irvine, California to be the Broker Dealer of securities offered on the Alternative Securities Market.

24
25 24. An Amended SEC FORM ONE was filed with the United States Securities & Exchange
26 Commissions Dept of Market Regulation on September 16th, 2015 (see attached).

1 25. MUEHLER's first Regulation A Registration Statement for an Issuer of the Alternative
2 Securities Market became qualified in November of 2015, therefore, no securities would have been sold on the
3 Alternative Securities Market without a licensed broker dealer.

4
5 26. NO SECURITIES WERE EVER SOLD BY ANY ISSUER OF MUEHLER OR THE
6 ALTERNATIVE SECURITIES MARKET.

7
8 27. Mr. Rahimi left Alternative Securities Markets Group in September of 2015.

9
10 28. After the filing of this baseless complaint by the SEC against MUEHLER, MUEHLER was
11 fired from Alternative Securities Markets Group.

12
13 29. Mr. Johnson and Mr. Dobkin resigned from Alternative Securities Markets Group in October
14 of 2015, and founded ASMX Capital, LLC, and continued the Broker Dealer partnership with Newport Coastal
15 Securities Corporation that was created at Alternative Securities Markets Group.

16
17 30. B-2 of SEC Complaint against MUEHLER states "To persuade small businesses to sign up for
18 their services, Respondents falsely claim they have helped other small businesses raise millions of dollars from
19 investors, and that they work with securities counsel to ensure the offerings are lawful. They have also failed to
20 disclose sanctions against Muehler by state securities regulators for acting as an unregistered broker-dealer and
21 defrauding business customers in past iterations of Muehler's fraudulent scheme. Through their scheme,
22 Respondents have signed more than thirty small business as customers, collected more than \$50,000 in fees, and
23 acquired common stock from their customers as part of payment for their services".

24
25 31. MUEHLER has prepared more than 100 Private Placement Memorandums for Companies
26 looking to raise in excess of ONE HUNDER MILLION DOLLARS in Investment Capital over a period greater than
27 ten years. Mr. Muehler has not been part of any securities offering since August of 2010. Because MUEHLER has

1 only prepared Private Placement offerings for Issuers as part of a services agreement, the amount of capital raised by
2 these companies is not known by Mr. Muehler.

3
4 32. All of MUEHLER's Issuers must get a Legal Opinion by a third party Attorney that is not
5 associated with MUEHLER. A couple of those opinion letters are attached this Amended Response Letter.
6 MUEHLER has never acted as an attorney, has never stated he is an attorney, has never provided legal advice or
7 counsel, or has ever entered into an agreement to provide any kind of legal services. This fact has been verified by
8 the Commission through collection of Documents from MUEHLER and the Subpoenaed parties related to this
9 compliant, and through the MUEHLER's Issuers who have verified this fact to the Commission under oath during
10 depositions.

11
12 33. As has been clearly evidenced throughout this amended response, MUEHLER only prepares
13 Public and Private Offering Registration Statements and Offering Memorandums, and does not act in any capacity in
14 any capital raising process. As a preparing agent (or as an SEC Edgar Filing Agent), MUEHLER is not required
15 under any law to disclose any sanctions against him as they relate to the sales of any securities. MUEHLER has also
16 never hidden the fact, and when asked about the Minnesota Order and the California Order, MUEHLER freely
17 provides the information. This fact has been verified by the Commission through its collection of documents and
18 through its depositions of MUEHLER Issuers. MUEHLER was never part, and was never going to be part, or the
19 Alternative Securities Market, LLC Broker Dealer Division.

20
21 34. MUEHLER's California Cease and Desist Order DOES NOT STOP MUEHLER FROM
22 TAKING PART IN SECURITIES OFFERINGS! Page 4, lines 18-21 or the order States "Mr. Muehler is hereby
23 ordered to desist and refrain from the further offer or sale of securities, in the State of California, including but not
24 limited to interest in limited liability companies, investment contracts, and/or membership units UNLESS AND
25 UNTIL QUALIFICATION HAS BEEN MADE UNDER SAID LAW OR UNLESS EXEMPT". The Commission is
26 shameful in its continued statements that MUEHLER has an order in the State of California not allowing him to
27 participate in securities offerings.

1 35. MUEHLER does have a Cease and Desist order stating he is not to participate in securities
2 offerings in the State of Minnesota. MUEHLER has never received a copy of this order, MUEHLER has never
3 offered for sale or sold a security in the State of Minnesota, and MUEHLER (without admitting any guilty or
4 knowledge of the case in question) agrees to simply never sell a security in the State of Minnesota.
5

6 36. The Commissions claim that MUEHLER, or any other entity, has received any “Common
7 Stock”, or any other securities is a FALSE CLAIM that has been verified by countless documents produced to the
8 Commission, through its many depositions for MUEHLER’s Issuers, and through its investigations. To date, the
9 Commission has provided no evidence of this claim, and MUEHLER highly doubts the Commission’s ability to do
10 so.
11

12 37. B-3 of SEC Complaint against MUEHLER states “Upon signing issuer customers,
13 Respondents take significant steps to offer and sell securities to investors, including filing Regulation A offering
14 statements with the Commission and marketing the offering to investors. Commission staff have notified
15 Respondents that there are significant deficiencies in the offering statements filed by Muehler, many of which
16 Muehler has not meaningfully addressed. Nonetheless, Respondents continue to operate their scheme and to lure
17 issuer customers by assuring them that they are on the verge of qualifying under Regulation A and raising investor
18 funds”.
19

20 38. Mr. Muehler has filed More than TWENTY Regulation A Registration Statements.
21

22 39. Mr. Muehler has cleared Comments on FOUR Regulation A Registration Statements (the most
23 of any filer for 2015) – Broadcast 3DTV, Inc. (qualified), Stepone Personal Health, Inc. (all comments clear, has
24 submitted letter for qualification), AdvantaMeds Solutions USA Fund I, Inc. (all comments clear, has submitted
25 letter for qualification to be the first Recreational Marijuana Public Securities Offering) and Chameleon Media
26 Group (got only ONE COMMENT on a first submission, has filed final amendment asking for qualification).
27 MUEHLER believes he would have cleared all comments for all issuers of Alternative Securities Markets Group by
28

1 this time, but more than FIFTEEN ISSUERS of Alternative Securities Markets Group discontinued its relationship
2 with Muehler and Alternative Securities Markets Group during this baseless SEC inquiry.

3
4 40. Filing a Regulation A Registration Statement is not a form of public solicitation, and the
5 Commission should be shameful in its comments above that it is a form of public solicitation.

6
7 41. Issuers ONLY ENGAGED in TEST THE WATERS Publications, and ABSOLUTELY NO
8 EFFORT WAS EVER engaged for the promotion or sales of the securities to the investing public. NO
9 SECURITIES BY ANY ISSUER OF MUEHLER WAS EVER SOLD!

10
11 42. B-7 of the SEC Complaint Against Muehler states "In addition to offering broker-dealer
12 services to the prospective customers, Respondents have undertaken significant efforts to effect securities
13 transactions between their issuer customers and investors, including helping issuers structure the terms of proposed
14 offerings".

15
16 43. MUEHLER has NEVER had any communications between an Issuer and an Investor, though
17 MUEHLER has provided Referrals to Broker Dealers, Registered Investment Advisors and Investment Bankers, for
18 which MUEHLER has never been compensated, nor did MUEHLER ever expect to be compensated.

19
20 44. Assisting an Issuer "Structure terms of an offering" is not limited to licensed Broker Dealers,
21 and the Commission's claim that it is unlawful for MUEHLER to work with an Issuer to structure the terms of a
22 potential offering is baseless and shameful, and part of a continued effort in this complaint to smear MUEHLER and
23 portray his business activities as a "fraudulent scheme".

24
25 45. B-8 of the Complaint against MUEHLER states (in part) "Mr. Muehler ASMG expects
26 the securities of companies listed on the Alternative Securities Market to become quoted on the OTCQB, OTCQX
27 or the NASDAQ Capital Markets within approximately one to four years of IPO on the Alternative Securities
28 Market"

1
2 46. In all Qualified, Cleared of Comments and New Submissions of MUEHLER Issuers, all
3 Registration Statements clearly define a liquidity strategy for all offerings is a future listing on the OTCQB,
4 OTCQX and/or NASDAQ. All companies MUEHLER files Regulation A Registration Statements for would
5 QUALIFY for an OTCQB listing on the date of filing SEC Form 1-A to the Commission should the company have
6 chosen to proceed with a financial audit, retain the services of a Stock Transfer Agent, and that Stock Transfer
7 Agent successfully processes a DTC Eligibility Application, and an OTC Market Maker associated with MUEHLER
8 files form 211 with FINRA and the issuer complete the OTCQB Application (and submits both application fee and
9 first year dues to OTC Markets Group). This statement by MUEHLER was very true when it was made, and is still
10 very true today, and the SEC's statement that this is, and or was, unlawful is again shameful on the part of the
11 Commission, and it is shameful that the Commission is continuing to attempt to portray this as anything unlawful.

12
13 47. B-8 of the SEC's complaint against MUEHLER States (in part): "The version of the Website
14 that was available to the public in July of 2014, and which MUEHLER marketed to investors over the internet,
15 provided a webpage for each customer that listed the terms of the proposed offering, provided a webpage for each
16 customer that listed the terms of the proposed offering, included a link to the customer's offering statement, and
17 included an "Invest" button that lead to an investor login page. As of at least June 2015, the Website listed eighteen
18 companies as purportedly available for 'trading' on the Alternative Securities Market".

19
20 48. Each webpage for each Issuer of listed on the Alternative Securities Market was the sole
21 property of the Issuer, and all content on that page was authorized by the Issuer.

22
23 49. All Alternative Securities Market Issuers filed a copy of the Company's webpage on the
24 Alternative Securities Market with the United States Securities & Exchange Commission as its "TEST THE
25 WATERS" publication, and all Issuer Company pages on the Alternative Securities Market provided all required
26 disclaimers and information required for public test the waters. NO ISSUERS of the Alternative Securities Market
27 published any information that was in violation of the TEST THE WATERS provisions of Regulation A, and if any
28 prohibited material was published, it was immediately removed upon finding that it was prohibited.

1 50. The "Invest" tabs on the Alternative Securities Market were never directed to any Subscription
2 Agreement, only to a User Login Screen, for which only the ISSUER had access. NO ACCESS to any investors was
3 ever granted, issued or authorized. The Commission has confirmed this fact through its document collection and
4 depositions, and it is shameful that the Commission tries to portray the Alternative Securities Market as an "active"
5 trading market.

6
7 51. MUEHLER NEVER marketed any securities to any investors, and the Commission to date has
8 never provided any evidence that it has that MUEHLER ever marketed any of the Issuers securities to any investors.
9 The Commission has verified through documents collected and through depositions with MUEHLER Issuers, that
10 MUEHLER has NEVER marketed any Issuer's Securities, other than to provide a referral to a Licensed Broker
11 Dealer, Registered Investment Advisor or Investment Banker at no compensation to MUEHLER.

12
13 52. NO SECURITIES OF ANY ISSUER ON THE ALTERNATIVE SECURITIES MARKET
14 EVER SOLD TO AN INVESTOR.

15
16 53. B-9 of the Complaint against MUEHLER states: "Respondents have also marketed their
17 customers' securities in promotional videos made available to the public on the Website and Youtube, in which
18 Muehler recommended specific offerings to potential investors and directed them to the website to invest. In a video
19 for at least one customer, Muehler stated that the customer's securities were already available for sale on the
20 Alternative Securities Market to accredited investors, and would be available to all investors upon qualification
21 under Regulation A".

22
23 54. For approximately three months in 2014, MUEHLER hosted a web series called "On the
24 Corner of Main Street and Wall Street".

25
26 55. MUEHLER spoke to listeners about the current state of the market, his oppositions to
27 "CrowdFunding", reviewed laws and legislation affecting private and public offerings, and changes to the world of
28 Alternative Investments.

1
2 56. MUEHLER regularly had guests on the show, which included securities attorneys, investment
3 bankers, financial industry reporters and bloggers, and each show concluded with an interview with an issuer of
4 Alternative Securities.

5
6 57. MUEHLER NEVER recommended any invests, Muehler NEVER gave investment advice,
7 MUEHLER NEVER solicited for investment dollars for himself, any company that MUEHLER was associated, and
8 never for an issuer of securities. All broadcasts were free to the public, and MUEHLER never received any
9 compensation (cash or gift) for the broadcasts.

10
11 58. B-10 of the SEC's Complaint against MUEHLER (partial): "Through 'Listing & Direct Public
12 Offering and Marketing Agreement' with customers (the customer "Customer Agreements"), Respondents offer
13 their Broker-Dealer services in return for up-front fees, monthly fees, a percentage of funds raised, and an equity
14 state in each issuer, the size of which depends on the offering's success."

15
16 59. Each of these stated agreements with Alternative Securities Market Issuers started in the
17 Spring of 2015, after MUEHLER filed the Firm's Form ONE with the United States Securities and Exchange
18 Commission's Dept of Market Regulation for the Alternative Securities Market to become an exempt securities
19 exchange.

20
21 60. All Issuer clients knew at the time of execution, that ASMG was NOT a licensed Broker
22 Dealer, but was in the process of becoming a Licensed Broker Dealer, or becoming an affiliate of a Broker Dealer.
23 The Commission has verified that all Issuers were aware at the time of execution that MUEHLER, nor Alternative
24 Securities Markets Group Corporation, or any of its subsidiaries, were a Broker Dealer, or associated with a Broker
25 Dealer though its document collection and depositions of MUEHLER Issuers.

26
27 61. MUHELRL, as part of Alternative Securities Markets Group Corporation, filed to become a
28 Licensed Broker Dealer with FINRA in July of 2015.

1 62. MUEHLER, as part of Alternative Securities Markets Group, became affiliated with Newport
2 Coastal Securities Corporation, or Irvine, California (through the efforts of Mr. Johnson and Mr. Dobkin) to be the
3 Broker Dealer of Securities of Issuers on the Alternative Securities Market (which is today ASMX Capital).
4

5 63. All compensations detailed in the agreements were, and are today, acceptable and lawful forms
6 of compensation to Licensed Broker Dealers.
7

8
9 **RESPONSE TO ALLEGED VIOLATION ONE OF TWO**
10

11 64. The Commission alleges MUEHLER “*willfully violated Section 10(b) of the Exchange Act*
12 *Rule 10b-5 thereunder, which makes it unlawful to employ any manipulate or deceptive devices in connection with*
13 *the purchase or sale of securities*”
14

15 65. Since August of 2010, MUEHLER has NEVER Sold a Security, nor has MUEHLER offered a
16 Security for Sale, and is thus not subject to the enforcement of the United States Securities and Exchange
17 Commission’s Administrative Law Process.
18

19 66. To date, since August of 2010, MUEHLER, nor any Company under the Direction of
20 MUEHLER, has NEVER been given any securities for any Company for which services have been rendered, and is
21 thus not subject to the enforcement of the United States Securities and Exchange Commission’s Administrative Law
22 Process.
23

24 67. The Commission to date has not presented any evidence to support its claim that Mr.
25 MUEHLER has offered a Security for Sale, or that Mr. Muehler has sold a security, and is thus not subject to the
26 enforcement of the United States Securities and Exchange Commission’s Administrative Law Process.
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Signature Certificate

Document Reference: XWC4A9JLHIY4LKK444IVK5

RightSignature
Easy Online Document Signing



Steve Muehler
Party ID: [REDACTED]
IP Address: [REDACTED]
VERIFIED EMAIL: [REDACTED]

Multi-Factor
Digital Fingerprint Checksum

[REDACTED]



Timestamp

2015-12-23 13:47:46Z
2015-12-23 13:47:46Z
2015-12-23 13:47:46Z
2015-12-23 13:47:46Z

Audit

All parties have signed document. Signed copies sent to: Steve Muehler and AltaVista Capital Markets, LLC.
Document signed by Steve Muehler [REDACTED] with drawn signature. - [REDACTED]
Document viewed by Steve Muehler [REDACTED] [REDACTED]
Document created by AltaVista Capital Markets, LLC (corporate@altavistacapitalmarkets.com). - [REDACTED]



This signature page provides a record of the online activity executing this contract.

1 **On the following pages, you will find the following items:**

- 2 1. SEC Form 1 Cover Letter – Received by the Commission on January 26th, 2015
- 3 2. SEC Form 1 Application Cover – Received by the Commission on January 26th, 2015
- 4 3. Alternative Securities Market Commencement Notice – Received by the Commission on April 29th, 2015
- 5 4. Amended SEC Form 1 Application – Received by the Commission on Sept 16th, 2015
- 6 5. Amended SEC Form 1 Cover Letter – Received by the Commission on September 19th, 2015
- 7 6. AdvantaMeds Solutions USA Fund I, Inc. Legal Opinion Letter
- 8 7. Broadcast 3DTV, Inc. Legal Opinion Letter
- 9 8. StepOne Personal Health, Inc. Legal Opinion Letter
- 10 9. MUEHLER California Cease and Desist Letter
- 11 10. Broadcast 3DTV Plan for Distribution from QUALIFIED SEC Form 1-A
- 12 11. StepOne Personal Health, Inc. Plan for Distribution from SEC Form 1-A (Cleared all comments)
- 13 12. AdvantaMeds Solutions USA Fund I, Inc. Plan for Distribution from SEC Form 1-A (Cleared all
- 14 comments).

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Corporate: [REDACTED], Marina Del Rey, California [REDACTED]
Office: (213) 407 - 4386 / Email: Legal@AlternativeSecuritiesMarket.com
<http://www.AlternativeSecuritiesMarket.com>

United States Securities and Exchange Commission
Division of Market Regulation
Office of Market Supervision
450 Fifth Street, N.W.
Washington, DC 20549

SEC
Mail Processing
Section
JAN 28 2015
Washington DC
404

Dear United States Securities & Exchange Commission:

Enclosed you will find an Application for Registration for the "Alternative Securities Market" as Stock Exchange Exempt from Registration pursuant to Section 5 of the Exchange Act. The Alternative Securities Market does not expect to have trade volume the required trade volume for a number of years that would require it to register as a Stock Exchange.

Immediately following this introduction letter you will find:

- SEC Form 1
- Exhibit A: Articles of Incorporation & Bylaws
- Exhibit B: Alternative Securities Market Rulebook
- Exhibit C: Individual Investor Membership Application
- Exhibit D: Institutional Investor Membership Application
- Exhibit E: Financial Statement for the Alternative Securities Market

Exhibit Items required to be submitted pursuant to SEC Form 1:

- Requested Exhibit A as requested by SEC Form 1
 - See Exhibit A of the Alternative Securities Market Registration Package
- Requested Exhibit B as requested by SEC Form 1
 - See Exhibit B of the Alternative Securities Market Registration Package
- Requested Exhibit C as requested by SEC Form 1
 - Not Applicable, there are no Subsidiaries of the Alternative Securities Market, Inc.
- Requested Exhibit D as requested by SEC Form 1
 - Not Applicable, there are no Subsidiaries of the Alternative Securities Market, Inc.
- Requested Exhibit E as requested by SEC Form 1
 - See Exhibit B of the Alternative Securities Market Registration Package
- Requested Exhibit F as requested by SEC Form 1
 - See Exhibits C & D of the Alternative Securities Market Registration Package
- Requested Exhibit G as requested by SEC Form 1
 - See Exhibits C & D of the Alternative Securities Market Registration Package
- Requested Exhibit G as requested by SEC Form 1
 - See Exhibits B, C & D of the Alternative Securities Market Registration Package
- Requested Exhibit H as requested by SEC Form 1
 - See Exhibits B, C & D of the Alternative Securities Market Registration Package
- Requested Exhibit I as requested by SEC Form 1
 - See Exhibit E of the Alternative Securities Market Registration Package
- Requested Exhibit J as requested by SEC Form 1
 - See Exhibits B & E of the Alternative Securities Market Registration Package
- Requested Exhibit K as requested by SEC Form 1
 - Not Applicable, there is only one owner of the Alternative Securities Market, Inc.
- Requested Exhibit L as requested by SEC Form 1
 - See Exhibits B, C & D of the Alternative Securities Market Registration Package
- Requested Exhibit M as requested by SEC Form 1
 - See Exhibits B & E of the Alternative Securities Market Registration Package

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549	Date filed (MM/DD/YY):	OFFICIAL USE ONLY
APPLICATION FOR, AND AMENDMENTS TO APPLICATION FOR, REGISTRATION AS A NATIONAL SECURITIES EXCHANGE OR EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 5 OF THE EXCHANGE ACT		
WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative, or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS		
<input checked="" type="checkbox"/> APPLICATION <input type="checkbox"/> AMENDMENT		
1. State the name of the applicant: <u>Alternative Securities Market, Inc.</u>		
2. Provide the applicant's primary street address (Do not use a P.O. Box): <u>4050 Glencoe Avenue, Unit 20, Marina del Rey, CA 90292</u>		
3. Provide the applicant's mailing address (if different): _____		
4. Provide the applicant's business telephone and facsimile number: <u>213-407-4386</u> <u>213-596-0492</u> (Telephone) (Facsimile)		
5. Provide the name, title, and telephone number of a contact employee: <u>Mr. Steven J. Mueller, CEO</u> <u>213-407-4386</u> (Name) (Title) (Telephone Number)		
6. Provide the name and address of counsel for the applicant: _____		
7. Provide the date applicant's fiscal year ends: <u>12/31</u>		
8. Indicate legal status of applicant: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other (specify): _____		
If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):		
a. Date (MM/DD/YY): <u>January, 2015</u> (b) State/Country of formation: <u>California</u>		
c. Statute under which applicant was organized: _____		
EXECUTION: The applicant consents that service of any civil action brought by, or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said applicant. The undersigned and applicant consent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.		
Date: <u>1/23/15</u>	Name of applicant: <u>Alternative Securities Market, Inc.</u>	
(Signature) _____	(Printed Name and Title) <u>See Attached</u>	
Subscribed and sworn before me this _____ day of _____ by _____	(Notary Public) <u>CA Just Fern</u>	
My Commission expires _____	County of _____	State of _____
This page must always be completed in full with original, manual signature and notarization. Affix notary stamp or seal where applicable.		

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Corporate: [REDACTED] Marina Del Rey, California [REDACTED]
Office: (213) 407-4386 / Email: Legal@AlternativeSecuritiesMarket.com
<http://www.AlternativeSecuritiesMarket.com>

United States Securities and Exchange Commission
Division of Market Regulation
Office of Market Supervision
450 Fifth Street NW
Washington, DC 20549



Dear United States Securities and Exchange Commission:

This letter is to serve notice to the United States Securities and Exchange Commission that the "Alternative Securities Market" intends to begin its general public operations as an exempt from registration securities market on JUNE 1st, 2015 (*Low Trade Volume Exemption*). The United States Securities and Exchange Commission on MONDAY, JANUARY 26th, 2015 received via U.S. Priority Mail the SEC Form 1 Application and Alternative Securities Market Rulebook for "Alternative Securities Market, Inc."

Pursuant to the Securities Exchange Act of 1934, the United States Securities and Exchange Commission has 90 Days to accept or deny any application for an Exchange. This letter is to serve notice to the United States Securities and Exchange Commission that the Alternative Securities Market will begin general market operations pursuant to the filed SEC Form 1 and the Amended Alternative Securities Market Rulebook attached to this letter.

Attached to this letter is an amended copy of the Alternative Securities Market Rulebook. In response to the change of Regulation A announced by the Securities and Exchange Commission in March of 2015, we have changed the market capitalization requirements for our "ASM Venture" and "ASM Main" Markets to more reflect the new Regulation A Tier I and Regulation A Tier II requirements.

The Alternative Securities Market is to be wholly owned and operated by Alternative Securities Market, Inc., a newly formed California Stock Corporation. Alternative Securities Market, Inc. is a wholly owned subsidiary of Alternative Securities Markets Group Corporation, a California Stock Corporation in good standing. Alternative Securities Market, LLC will be the exclusive Broker Dealer for all Issuer Transactions on the Alternative Securities Market, and will complete its broker dealer registration and approval process beginning the next week, with the submission of its SEC Form BD to the State of California. Should the Broker Dealer application not become approved prior to June 1st, 2015, the Alternative Securities Market, Inc. will delay the beginning of operations, and only allow issuers to "test the waters" on market starting June 1st, 2015, with no securities transactions happening on market until post approval of the Alternative Securities Market, LLC's Broker Dealer application.

Thank you,


Mr. Steven J. Muehler
Founder and Chief Executive Officer
Alternative Securities Markets Group
4050 Glencoe Avenue
Marina Del Rey, California 90292
Director (213) 407-4386
Email: Legal@AlternativeSecuritiesMarket.com
Web: <http://www.AlternativeSecuritiesMarket.com>

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Page 1 Execution Page	WASHINGTON, D.C. 20549 APPLICATION FOR, AND AMENDMENTS TO APPLICATION FOR, REGISTRATION AS A NATIONAL SECURITIES EXCHANGE OR EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 5 OF THE EXCHANGE ACT	DATE REC'D (MM/DD/YY):	OFFICE USE ONLY
<p>WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative, or criminal action.</p> <p>INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS</p>			
<input checked="" type="checkbox"/> APPLICATION <input checked="" type="checkbox"/> AMENDMENT			
1. State the name of the applicant: <u>Alternative Securities Markets Exchange, Inc</u>			
2. Provide the applicant's primary street address (Do not use a P.O. Box): <u>4136 Del Rey Ave, Marina Del Rey, California 90292</u>			
3. Provide the applicant's mailing address (if different): _____			
4. Provide the applicant's business telephone and facsimile number: <u>800-766-0908</u> (Telephone) <u>310-568-3416</u> (Facsimile)			
5. Provide the name, title, and telephone number of a contact employee: <u>Steven J. Muller</u> , <u>Operations & Compliance Officer</u> (Name) (Title) (Telephone Number)			
6. Provide the name and address of counsel for the applicant: <u>Alternative Securities Markets Group Corporation</u> <u>4136 Del Rey Avenue</u> <u>Marina Del Rey, CA 90292</u>			
7. Provide the date applicant's fiscal year ends: <u>12/31</u>			
8. Indicate legal status of applicant: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other (specify): _____			
If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):			
(a) Date (MM/DD/YY): _____ (b) State/Country of formation: _____			
(c) Statute under which applicant was organized: _____			
EXECUTION: The applicant consents that service of any civil action brought by, or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto and other information filed herewith, all of which are made a part hereof, are current, true, and complete.			
Date: _____ (MM/DD/YY) (Name of applicant) <u>See Attached</u>			
By: _____ (Signature) _____ (Printed Name and Title)			
Subscribed and sworn before me this _____ day of _____ (Month) _____ (Year) by _____ (Notary Public)			
My Commission expires _____ County of _____ State of _____			
This page must always be completed in full with original, manual signature and notarization. Affix notary stamp or seal where applicable.			

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Corporate: 4136 Del Rey Avenue, Marina Del Rey, California 90292
Office: (800) 366 - 0908 / Email: Legal@ASMGCorp.com
<http://www.ASMGCorp.com>
<http://www.ASMX.CO>

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Washington DC
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United States Securities and Exchange Commission
Division of Market Regulation
Office Market Supervision
450 Fifth Street, NW
Washington, DC 20549

Dear United States Securities & Exchange Commission:

Enclosed you will find a SEC Form 1 Application for Registration for the **ALTERNATIVE SECURITIES MARKET EXCHANGE, INC.** (the "**ASMX**") to become a fully qualified Securities Exchange pursuant to Section 5 of the Exchange Act.

The **ALTERNATIVE SECURITIES MARKET EXCHANGE** previously submitted SEC Form 1 for registration of the **ALTERNATIVE SECURITIES MARKET EXCHANGE** to operate as an exempt securities exchange pursuant to Section 5 of the Exchange Act, as the **ALTERNATIVE SECURITIES MARKET EXCHANGE** did not anticipate having the trade volume required for National Registration.

The **ALTERNATIVE SECURITIES MARKET EXCHANGE, INC.** is at this time applying for Registration as a National Securities Exchange pursuant to Section 5 of the Exchange Act as it is the belief of management that the **ASMX** will exceed the trade volume for National Registration within the next six months.

The **ASMX** will continue its operations under the Exemption from Registration during this Registration and Qualification process to become a National Securities Exchange.

Attached you will find a complete SEC Form 1 for the **ALTERNATIVE SECURITIES MARKET EXCHANGE, INC.** (the "**ASMX**").

Thank you,


Mr. Steven J. Muehler
Director of Capital Markets
Alternative Securities Markets Group
4136 Del Rey Avenue
Marina Del Rey, California 90292
Direct: (800) 366-0908
Email: Legal@ASMGCorp.com
Web: <http://www.ASMGCorp.com>

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Peter Berkman
Attorney at Law, PLLC

18865 State Rd 54 #110
Lutz, Florida 33558
Peter@PeterBerkmanLaw.com

Office: 813.600.2971
Cell/Text : 813.447.7737
FAX: 888.413.0890

December 16, 2015

AdvantaMeds Solutions USA Fund I, Inc.
20511 Abbey Drive
Frankfort, IL 60423

Re: AdvantaMeds Solutions USA Fund I, Inc.
Offering Statement on Form 1-A
SEC File No. 024-10494

To The Board of Directors:

This office has been asked to review and provide an opinion with respect to the legality of the sale and issuance by AdvantaMeds Solutions USA Fund I, Inc. (the "Company") of up to 200,000 Shares of 9% Convertible Preferred Stock pursuant to an Offering Statement on Form 1-A filed with the U.S. Securities and Exchange Commission on November 6, 2015 (the "Offering Statement").

In connection with this opinion, I have examined and am familiar with originals or copies, certified, or otherwise identified to my satisfaction, of the Offering Statement, the Certificate of Incorporation and Bylaws of the Company, the records of corporate proceedings of the Company and such other statutes, certificates, instruments and such other documents relating to the Company and matters of law as I have deemed necessary to the issuance of this opinion.

In such examination, I have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the aforesaid documents, the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to me as copies (and the authenticity of the originals of such copies), and all public records reviewed are accurate

ADVANTAMEDS VALIDITY

PETER BERKMAN ESQ

Page 1

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3 and complete. As to factual matters, I have relied upon statements or representations of
4 officers and other representatives of the Company, public officials or others and have not
5 independently verified the matters stated therein. Insofar as this opinion relates to
6 securities to be issued in the future, we have assumed that all applicable laws, rules and
7 regulations in effect at the time of such issuance are the same as such laws, rules and
8 regulations in effect as of the date hereof.

9
10 Based upon an examination and review of such corporate documents and records,
11 certificates and other documents as I have deemed necessary, relevant, or appropriate, I am
12 of the opinion that the shares of 9% Convertible Preferred Stock issuable pursuant to the
13 Offering Statement, will, when issued, be validly issued, fully paid and non-assessable.

14
15 This opinion is limited in all respects to the Corporation Law of the State of Nevada
16 [Ch. 78, Nevada Revised Statutes] (including the statutory provisions, all applicable
17 provisions of the Nevada constitution and reported judicial decisions interpreting the
18 foregoing), and I express no opinion as to the laws, statutes, rules or regulations of any
19 other jurisdiction.

20
21 I hereby consent to the inclusion of this opinion letter as an exhibit to the Offering
22 Statement and the reference to me under the caption "Validity of Securities" in the Offering
23 Statement. In giving these consents, I do not thereby admit that I am within the category
24 of persons whose consent is required under Section 7 of the Securities Act of 1933. This
25 opinion is expressly limited to the matters set forth above and I render no opinion, whether
26 by implication or otherwise, as to any other matters relating to the Company.

27
28 Very truly yours,

LAW OFFICE OF PETER BERKMAN PLLC

By: 
PETER BERKMAN, ESQ.
Florida Bar No. 110330

ADVANTAMEDS VALIDITY

PETER BERKMAN ESQ

Page 2



Pacific Northwest Office
805 SW Broadway,
Suite 2440
Portland, Oregon 97205

Telephone: 503/419-3000 ~
Facsimile: 503/419-3001 www.white-summers.com

Direct Dial: 503/419-3002

February 20th, 2015

Broadcast 3DTV Inc.
1020 Hollywood Way, Suite 120
Burbank, CA 91505

Re: Registration of

Securities Ladies and

Gentlemen:

We have examined the Offering Circular on Form 1-A/A of Broadcast 3DTV Inc., a California corporation (the "Company"), in connection with the qualification under the Securities Act of 1933, as amended (the "Act") of the offer and sale of up to Ten Thousand (10,000) shares of Convertible Preferred Stock Unit of the Company (the "Securities") by the Company, proposed to be sold at a price of One Hundred Dollars (\$100) per share of Convertible Preferred Stock Unit with a proposed minimum offering of One Hundred Thousand Dollars (\$100,000).

We have reviewed such corporate proceedings and other matters as we have deemed necessary for the opinions expressed in this letter. Based upon the foregoing, we are of the opinion that upon payment for, and delivery of the Securities in accordance with the Offering Circular, the Securities will be validly issued, fully paid and non-assessable.

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We hereby consent to the filing of this opinion letter as an exhibit to the Offering Circular and as an exhibit to the registration form. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,
**WHITE SUMMERS CAFFEE &
JAMES, LLP**

William H. Caffee

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Business Law Group

3100 Donald Douglas Loop N., Suite 205
Santa Monica, California 90405
TEL (310) 664-8000
FAX (310) 510-6769

Dennis J. Hawk
email: dennis@dhwk.com

December 8, 2015

Craig Brandman, M.D.
Chief Executive Officer
StepOne Personal Health, Inc.
509 South Wall Avenue
Joplin, Missouri 64801

Re: Option/Regulation A Offering Statement

Dear Dr. Brandman:

This firm has acted as special counsel to StepOne Personal Health, Inc., a Delaware corporation ("Corporation"), in connection with the proposed sale ("Sale") of certain shares of preferred stock of the Corporation ("Stock") pursuant to the terms of a Regulation A Offering Statement on Form 1-A/A, Amendment No. 7 ("Transaction Document"). Unless otherwise defined herein, the capitalized terms used herein shall have the meanings assigned to such terms in the Transaction Document.

We have made such inquiry of the officers of the Corporation and have examined such corporate and other records, documents, agreements and instruments, certificate of an officer of the Corporation and have examined such questions of law as we have deemed necessary for the purposes of this Opinion Letter. In rendering our opinions, we have relied, as to all questions of fact material to these opinions, upon certificates of public officials and officers of the Corporation. We have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies, whether certified or not.

In rendering our opinions, we have reviewed and are relying on the following documents:

- (A) The Transaction Document;

1
2 Craig Brandman, M.D.
3 StepOne Personal Health, Inc.
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5 (B) The corporate book, including the Corporation's Certificate of
6 Incorporation, Certificate of Conversion, Bylaws, Certificate of Designation of Preferred
7 Stock, and the minutes of the board of directors and shareholders contained therein;

8 (C) A Certificate dated December 8, 2015 from David Clymer as the
9 Secretary of the Corporation affirming certain factual matters related to the Corporation
10 and the Sale;

11 The documents identified in clauses (A) through (C) above are collectively
12 herein referred to as the "Documents."

13 In rendering these opinions, we have assumed the following to be true:

14 (1) The authenticity and completeness of all Documents submitted to
15 us as originals and the conformity to original documents of all documents submitted to us
16 as copies;

17 (2) Regarding Documents executed by parties, that such parties (if
18 they are corporations or limited liability companies) have the corporate or such other
19 power to enter into and perform all obligations under those Documents, the due
20 authorization by all requisite corporate or such other action of the execution, delivery,
21 and performance of the Documents by such parties (if they are corporations or limited
22 liability companies);

23 (3) Physical delivery of the Documents where delivery is a
24 prerequisite to their enforceability;

25 (4) The capacity of all natural persons; and

26 (5) The the Corporation has obtained all necessary permits to
27 consummate the Sale as described in the Transaction Document, and is otherwise in
28 compliance with all federal, state, and local laws applicable to it and its business.

We disclaim any responsibility for any changes that may have occurred
with respect to the status of the Corporation, or any other factual matters addressed in the
Certificates from and after the respective dates of the Certificates. We also assume that
the Certificates from public officials and the records upon which they are based are
accurate and complete.

Based on the foregoing, and in reliance on and subject to the assumptions,
qualifications, exceptions, and limitations set forth in the letter, we are of the opinion
that:

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2 Craig Brandman, M.D.
3 StepOne Personal Health, Inc.
4

5 1. The Corporation is a corporation duly organized and validly
6 existing under the laws of the State of Delaware. The Corporation has all requisite power
7 and authority to own and operate its business as presently conducted and to own and hold
8 the assets and properties used in connection therewith and to carry out its obligations
9 under the Transaction Document.

10 2. To our knowledge, the Stock intended to be issued as provided in
11 the Transaction Document is free and clear of all liens, claims, and encumbrances of any
12 kind, and, upon the delivery thereof to a Purchaser, such Purchaser will acquire good and
13 valid title thereto, free and clear of all liens, claims, and encumbrances of any kind.

14 3. The Corporation has the full right, power, and authority to enter
15 into and perform the obligations on its part to be performed as contained in the
16 Transaction Document.

17 4. The Corporation's authorized preferred stock consists of 21,000
18 shares ("Preferred Shares"), of which no Preferred Shares are issued and outstanding on
19 the date hereof and all Preferred Shares are intended to be issued and sold pursuant to the
20 Transaction Document. The relative rights, restrictions, privileges and preferences of the
21 Preferred Shares are stated in the Certificate of Designation of Preferred Stock as filed on
22 October 29, 2015 by the Corporation. To the best of our knowledge and except as
23 contemplated by the Transaction Document, the Corporation has no options, warrants or
24 rights to purchase or acquire shares of its capital stock, authorized, issued or outstanding.
25 To the best of our knowledge, there are no preemptive rights with respect to the issuance
26 or sale of the Corporation's capital stock, other than those imposed by the Corporation's
27 Certificate of Incorporation and by relevant federal and state securities laws.

28 5. The execution, delivery and performance by the Corporation of the
Documents have been duly authorized and approved by all necessary corporate action on
the part of the Corporation; and the Documents constitute valid and binding obligations
of the Corporation and each is enforceable in accordance with their respective terms. The
execution, delivery and performance of the Documents will not violate any existing
provision of law and will not conflict with, or result in a breach of any of the terms of, or
constitute a default under the articles of incorporation or bylaws, each as amended to
date, of the Corporation or of any contract, agreement or any other instrument known to
us to which the Corporation is now a party or by which it may be bound.

The opinions expressed in this letter are qualified to the extent that the
validity, binding effect, or enforceability of the Documents may be limited or affected by
the following:

(1) Bankruptcy, insolvency, reorganization, arrangement, moratorium,
fraudulent conveyance, equity of redemption, or other similar statutes, laws, rules of law,
or court decisions now or hereafter in effect affecting the rights of creditors generally;

1
2 Craig Brandman, M.D.
3 StepOne Personal Health, Inc.
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5 (2) General principles of equity and public policy under applicable
6 law, including among other things, implied obligations of materiality, reasonableness,
7 good faith, and fair dealing, and equitable principles that may limit or prohibit the
8 specific enforceability of some remedies, covenants, or other provisions of the
9 Documents or that may limit or prohibit the availability of specific performance,
10 injunctive relief, or other equitable remedies, regardless of whether such enforceability is
11 considered in a proceeding in equity or at law; and

12 (3) Procedural requirements to be complied with at the time of
13 enforcement, not otherwise reflected in the Documents, that may restrict or condition
14 rights and remedies otherwise therein stated to be available.

15 This Opinion Letter is provided to you as a legal opinion and not as a
16 guarantee of the matters discussed herein. Our opinions are limited to the matters
17 expressly stated herein, and no other opinions may be implied or inferred.

18 These opinions are rendered as of the date set forth above. We expressly
19 disclaim any obligation to advise you of any changes in the circumstances, laws, or
20 events that may occur after this date or otherwise to update these opinions.

21 A copy of this Opinion Letter is being delivered to the Corporation only in
22 connection with the intended Sale as described in the Transaction Document.

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Very truly yours,

BUSINESS LAW GROUP



JAMES H. SEYMOUR
COUNSELOR AT LAW
POST OFFICE BOX 1757
CRUSTAL BAY NEVADA 89402-1757

TELEPHONE
(650) 897-8000 3-7226

5 December 2014

Remington Energy Group Corporation
737 James Lane
Incline Village, Nevada 89450

Re: Remington Energy Group Corporation
Qualification and Registration of Securities

Ladies and Gentlemen:

At your request, we have examined the Offering Statement ("Offering Statement") on Form 1-A (File No. 024-10380) of Remington Energy Group Corporation, a Nevada Stock Corporation, (Company) in connection with the qualification under the Securities of 1933, as amended, of the offer and sale of up to FIFTY THOUSAND (50,000) Cumulative 9% Convertible Preferred Stock Units of the Company (the Securities) by the Company.

In rendering the opinion below, we examined originals of those corporate and other records and documents we considered appropriate. We assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with originals of all documents submitted to us as copies.

Based on this examination, we are of the opinion that the Securities have been duly authorized by all necessary corporate action on the part of the Company and, upon payment for, and delivery of the Securities in accordance with the Offering Documents, the Securities will be validly issued, fully paid, and non-assessable.

This opinion letter is limited to the standard requirements placed upon corporations and their directors and officers generally in connection with the issuance of securities such as the Securities.

We hereby consent to the use of this opinion letter as an Exhibit to the Offering Statement and as an exhibit to the Registration Form.

Sincerely,

/s/ James H. Seymour

James H. Seymour

State of California - Department of Corporations

STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Steven J. Muehler
LA Investment Capital, LLC - *Not operating*
Beverly Hills, California

4139 Via Marina, Suite 1208
Marina Del Rey, California 90292

LA Investment Capital Alternative Investment Fund I, LLC - *Not operating*
Beverly Hills, California

Marina Del Rey, California

LA Investment Capital BioFuels Fund I, LLC - *Not operating*
Beverly Hills, California

Marina Del Rey, California

LA Investment Capital Energy Fund I, LLC - *Not operating*
Beverly Hills, California

Marina Del Rey, California

LA Investment Capital Entertainment & Media Fund, LLC - *Not operating*
Beverly Hills, California *Does not exist*

LA Investment Capital Oil & Natural Gas Fund I, LLC - *Not operating*
Beverly Hills, California

LA Investment Capital Real Estate Fund I, LLC - *Not operating*
Beverly Hills, California

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DESIST AND REFRAIN ORDER

DESIST AND REFRAIN ORDER

(For violations of section 25110 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, LA Investment Capital, LLC ("LA Investment Capital"), a California limited liability company, conducted business at [REDACTED], Beverly Hills, California and/or 4139 Via Marina, Suite 1208, Marina Del Rey, California. LA Investment Capital was a purported Los Angeles-based high-performance, commercial real estate, energy, biofuels, oil and natural gas investment banking firm. LA Investment Capital acted as the managing member of several private equity funds, named below.

2. Steven J. Muehler ("Muehler") was the founder of LA Investment Capital.

3. LA Investment Capital maintained a website at www.lainvestmentbank.com.

4. At all relevant times, LA Investment Capital Alternative Investment Fund I, LLC ("Alternative Investment Fund"), a California limited liability company, conducted business at [REDACTED] Beverly Hills, California and/or [REDACTED] Marina Del Rey, California. Alternative Investment Fund was an investment fund formed for the purpose of operating as an early and growth stage worldwide mining and mineral rights investment. The Alternative Investment Fund was to act as a private equity provider to small and middle market worldwide mining and mineral rights companies throughout the United States. According to its offering materials, LA Investment Capital acted as Alternative Investment Fund's managing member.

5. At all relevant times, LA Investment Capital BioFuels Fund I, LLC ("BioFuels Fund"), a California limited liability company, conducted business at [REDACTED] Beverly Hills, California and/or [REDACTED] Marina Del Rey, California. BioFuels Fund was an investment fund formed for the purpose of operating as an early and growth stage biofuels investment. The BioFuels Fund was to act as a private equity provider to small and middle market biofuels companies throughout the United States. According to its offering materials, LA Investment Capital acted as the BioFuels Fund's managing member.

6. At all relevant times, LA Investment Capital Energy Fund I, LLC ("Energy Fund"), a California limited liability company, conducted business at [REDACTED] Beverly

1 Hills, California and/cr [REDACTED], Marina Del Rey, California. Energy Fund
2 was an investment fund formed for the purpose of operating as an early and growth stage green
3 energy investment. The Energy Fund was to act as a private equity provider to small and middle
4 market green energy companies throughout the United States. According to its offering materials,
5 LA Investment Capital acted as the Energy Fund's managing member.

6 7. At all relevant times, LA Investment Capital Entertainment & Media Fund, LLC
7 ("Entertainment & Media Fund"), a purported California limited liability company, conducted
8 business at [REDACTED] Beverly Hills, California. Entertainment & Media Fund
9 was an investment fund formed for the purpose of operating as an early and growth stage
10 entertainment investment. The Entertainment & Media Fund was to act as a private equity provider
11 to small and middle market entertainment companies throughout Los Angeles. According to its
12 offering materials, LA Investment Capital acted as the Entertainment & Media Fund's managing
13 member.

14 8. At all relevant times, LA Investment Capital Oil & Natural Gas Fund I, LLC ("Oil &
15 Natural Gas Fund"), a purported California limited liability company, conducted business at [REDACTED]
16 [REDACTED], Beverly Hills, California. Oil & Natural Gas Fund was an investment fund
17 formed for the purpose of operating as an early and growth stage oil and natural gas investment. The
18 Oil & Natural Gas Fund was to act as a private equity provider to small and middle market oil and
19 natural gas companies throughout the United States. According to its offering materials, LA
20 Investment Capital acted as the Oil & Natural Gas Fund's managing member.

21 9. At all relevant times, LA Investment Capital Real Estate Fund I, LLC ("Real Estate
22 Fund"), a purported Nevada limited liability company, conducted business at [REDACTED]
23 [REDACTED] Beverly Hills, California. Real Estate Fund was an investment fund formed for the purpose
24 of operating as an early and growth stage real estate investment. The Real Estate Fund was to act as a
25 private equity provider to small and middle market real estate companies throughout the United
26 States. According to its offering materials, LA Investment Capital acted as the Real Estate Fund's
27 managing member.

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10. Beginning in at least January 2010, Muehler and LA Investment Capital offered interests in limited liability companies and/or investment contracts to at least one California investor in the form of "membership units" in LA Investment Capital and the Alternative Investment Fund, BioFuels Fund, Energy Fund, Entertainment & Media Fund, Oil & Natural Gas Fund, and the Real Estate Fund.

11. Muehler and LA Investment Capital solicited the investor by means of the Internet.

12. These membership units were offered in this state in issuer transactions. The Department of Corporations has not issued a permit or other form of qualification authorizing any person to offer or sell these securities in this state.

Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that these interests in limited liability companies, investment contracts and/or membership units are subject to qualification under the California Corporate Securities Law of 1968 and are being or have been offered without first being qualified. Pursuant to Section 25532 of the Corporate Securities Law of 1968, Steven J. Muehler; LA Investment Capital, LLC; LA Investment Capital Alternative Investment Fund I, LLC; LA Investment Capital BioFuels Fund I, LLC; LA Investment Capital Energy Fund I, LLC; LA Investment Capital Entertainment & Media Fund, LLC; LA Investment Capital Oil & Natural Gas Fund I, LLC; and LA Investment Capital Real Estate Fund I, LLC are hereby ordered to desist and refrain from the further offer or sale of securities, in the State of California, including but not limited to interests in limited liability companies, investment contracts, and/or membership units unless and until qualification has been made under said law or unless exempt.

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1 This Order is necessary, in the public interest, for the protection of investors and consistent
2 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

3 Dated: August 25, 2010
4 Los Angeles, California

5 PRESTON DuFAUCHARD
6 California Corporations Commissioner

7 By _____
8 ALAN S. WEINGER
9 Deputy Commissioner
10 Enforcement Division

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DESIST AND REFRAIN ORDER

2 **ITEM 5. PLAN OF DISTRIBUTION**

3 The Offering will commence promptly after the date of this Offering Circular and will close (terminate) upon the earlier of (1)
4 the sale of 50,000 9% Convertible Preferred Stock Shares, (2) One Year from the date this Offering begins, or (3) a date prior to
one year from the date this Offering begins that is so determined by the Company's Management (the "Offering Period").

5 The 9% Convertible Preferred Stock Shares are being offered by the Company on a "Best Efforts" basis with no minimum and
6 without the benefit of a Placement Agent. The Company can provide no assurance that this Offering will be completely sold out.
If less than the maximum proceeds are available, the Company's business plans and prospects for the current fiscal year could be
adversely affected.

7 The Company has not made any arrangements to place funds raised in this Offering in an escrow, trust or similar account. Any
8 investor who purchases securities in this Offering will have no assurance that other purchasers will invest in this Offering.
Accordingly, if the Company should file for bankruptcy protection or a petition for insolvency bankruptcy is filed by creditors
against the Company, Investor funds may become part of the bankruptcy estate and administered according to the bankruptcy
laws.

9 The Securities to be offered with this proposed offering shall be initially offered by Company, mainly by Messers, Zanetos and
10 Kassouf, each Executive Officers of the Company. The Company anticipates engaging members of the Financial Regulatory
Authority ("FINRA") to sell the Securities for the Company, though the Company has not yet engaged the Services of any
11 FINRA Broker Dealers. The Company intends to engage a FINRA Broke Dealer to offer the Securities to prospective investors
on a "best efforts" basis, and the Company's Broker Dealers will have the right to engage such other FINRA Broker Dealer
12 member firms as it determines to assist in the Offering. The Company will update this Registration Statement via an amendment
to this Registration Statement upon any engagement of a FINRA Broker Dealer to offer the securities.

13 The Company anticipates that any FINRA Broker Dealer Manager will receive selling commissions of FIVE TO TEN
14 PERCENT of the Offering Proceeds, which it may re-allow and pay to participating FINRA Broker Dealers who sell the
Company's Securities. The Company's FINRA Broker Dealer Manager may also sell the Securities as part of a selling group,
15 thereby becoming entitled to retain a greater portion of the selling commissions. Any portion of the selling commissions retained
by the FINRA Broker Dealer Manager would be included within the amount of selling commissions payable by the Company
and not in addition to.

16 The Company anticipates that that its FINRA Broker Dealer Manager may enter into an agreement with the Company to
purchase "Underwriter Warrants". Should the Company enter into an Underwriter Warrants Agreement with its FINRA Broker
17 Dealer Manager, a copy of the agreement will be filed with the United States Securities and Exchange Commission as an Exhibit
to an amended Registration Statement of which this Offering is part.

18 The Company anticipates that the Company and any FINRA Broker Dealer will each enter into a Broker Dealer Manager
19 Agreement, which will be filed with the United States Securities and Exchange Commission as an Exhibit to an amended
Registration Statement of which this Offering is part, for the sale of the Company's Securities. FINRA Broker Dealers desiring to
become members of a Selling Group will be required to execute a Participating Broker Dealer Agreement with the Company's
20 FINRA Broker Dealer, either before or after the date of this Registration Statement.

21 In order to subscribe to purchase the Securities, a prospective Investor must complete, sign and deliver the executed Subscription
22 Agreement, Investor Questionnaire and Form W-9 to **Broadcast 3DTV, Inc.** and either mail or wire funds for its subscription
amount in accordance with the instructions included in the Subscription Package.

23 The Company reserves the right to reject any Investor's subscription in whole or in part for any reason. If the Offering terminates
or if any prospective Investor's subscription is rejected, all funds received from such Investors will be returned without interest or
24 deduction.

25 In addition to this Offering Circular, subject to limitations imposed by applicable securities laws, we expect to use additional
26 advertising, sales and other promotional materials in connection with this Offering. These materials may include public
advertisements and audio-visual materials, in each case only as authorized by the Company. Although these materials will not
27 contain information in conflict with the information provided by this Offering and will be prepared with a view to presenting a
balanced discussion of risk and reward with respect to the Securities, these materials will not give a complete understanding of
28 this Offering, the Company or the Securities and are not to be considered part of this Offering Circular. This Offering is made
only by means of this Offering Circular and prospective Investors must read and rely on the information provided in this Offering
Circular in connection with their decision to invest in the Securities.

1 STEPONE PERSONAL HEALTH PLAN FOR DISTRIBUTION FROM CLEARED COMMENTS FORM 1-A

2 DRAFTED BY MUEHLER

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4 The Offering will commence promptly after the date of this Offering Circular and will close (terminate) upon the earlier of (1) the sale of 100,000 9% Convertible Preferred Stock Shares, (2) One Year from the date this Offering begins, or (3) a date prior to one year from the date this Offering begins that is so determined by the Company's Management (the "Offering Period").

5 The 9% Convertible Preferred Stock Shares are being offered by the Company on a "Best Efforts" basis with no minimum and without the benefit of a Placement Agent. The Company can provide no assurance that this Offering will be completely sold out. If less than the maximum proceeds are available, the Company's business plans and prospects for the current fiscal year could be adversely affected.

7 The Company has not made any arrangements to place funds raised in this Offering in an escrow, trust or similar account. Any investor who purchases securities in this Offering will have no assurance that other purchasers will invest in this Offering. Accordingly, if the Company should file for bankruptcy protection or a petition for insolvency bankruptcy is filed by creditors against the Company, Investor funds may become part of the bankruptcy estate and administered according to the bankruptcy laws.

10 The Securities to be offered with this proposed offering shall be initially offered by Company, mainly by Messers, Clymer and Brandman, each Executive Officers of the Company. The Company anticipates engaging members of the Financial Regulatory Authority ("FINRA") to sell the Securities for the Company, though the Company has not yet engaged the Services of any FINRA Broker Dealers. The Company intends to engage a FINRA Broke Dealer to offer the Securities to prospective investors on a "best efforts" basis, and the Company's Broker Dealers will have the right to engage such other FINRA Broker Dealer member firms as it determines to assist in the Offering. The Company will update this Registration Statement via an amendment to this Registration Statement upon any engagement of a FINRA Broker Dealer to offer the securities.

13 The Company anticipates that any FINRA Broker Dealer Manager will receive selling commissions of FIVE TO TEN PERCENT of the Offering Proceeds, which it may re-allow and pay to participating FINRA Broker Dealers who sell the Company's Securities. The Company's FINRA Broker Dealer Manager may also sell the Securities as part of a selling group, thereby becoming entitled to retain a greater portion of the selling commissions. Any portion of the selling commissions retained by the FINRA Broker Dealer Manager would be included within the amount of selling commissions payable by the Company and not in addition to.

16 The Company anticipates that that its FINRA Broker Dealer Manager may enter into an agreement with the Company to purchase "Underwriter Warrants". Should the Company enter into an Underwriter Warrants Agreement with its FINRA Broker Dealer Manager, a copy of the agreement will be filed with the United States Securities and Exchange Commission as an Exhibit to an amended Registration Statement of which this Offering is part.

18 The Company anticipates that the Company and any FINRA Broker Dealer will each enter into a Broker Dealer Manager Agreement, which will be filed with the United States Securities and Exchange Commission as an Exhibit to an amended Registration Statement of which this Offering is part, for the sale of the Company's Securities. FINRA Broker Dealers desiring to become members of a Selling Group will be required to execute a Participating Broker Dealer Agreement with the Company's FINRA Broker Dealer, either before or after the date of this Registration Statement.

21 NOTE: The Company had previously entered into an Underwriting Agreement with "Alternative Securities Markets Group Corporation" for the registration and qualification of this Registration Statement. The Company terminated this agreement with Alternative Securities Markets Group Corporation, and all of its subsidiaries and its affiliates, effective Tuesday, October 13th, 2015. There is currently no underwriting agreements or broker dealer agreements in place with Alternative Securities Markets Group Corporation, or any subsidiary or affiliate of Alternative Securities Markets Group Corporation, nor are there any relationships between the Company and Alternative Securities Markets Group Corporation or any of its subsidiaries or affiliates.

24 In order to subscribe to purchase the Securities, a prospective Investor must complete, sign and deliver the executed Subscription Agreement, Investor Questionnaire and Form W-9 to **StepOne Personal Health, Inc.** and either mail or wire funds for its subscription amount in accordance with the instructions included in the Subscription Package.

26 The Company reserves the right to reject any Investor's subscription in whole or in part for any reason. If the Offering terminates or if any prospective Investor's subscription is rejected, all funds received from such Investors will be returned without interest or deduction.

28 In addition to this Offering Circular, subject to limitations imposed by applicable securities laws, we expect to use additional advertising, sales and other promotional materials in connection with this Offering. These materials may include public

1 advertisements and audio-visual materials, in each case only as authorized by the Company. Although these materials will not
2 contain information in conflict with the information provided by this Offering and will be prepared with a view to presenting a
3 balanced discussion of risk and reward with respect to the Securities, these materials will not give a complete understanding of
4 this Offering, the Company or the Securities and are not to be considered part of this Offering Circular. This Offering is made
5 only by means of this Offering Circular and prospective Investors must read and rely on the information provided in this Offering
6 Circular in connection with their decision to invest in the Securities.
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1 ADVANTAMEDS SOLUTIONS USA FUND I, INC. PLAN FOR DISTRIBUTION FROM CLEARED
2 COMMENTS FORM 1-A - DRAFTED BY MUEHLER

3 The Offering will commence promptly after the date of this Offering Circular and will close (terminate) upon the earlier of (1)
4 the sale of 200,000 9% Convertible Preferred Stock Shares, (2) One Year from the date this Offering begins, or (3) a date prior to
one year from the date this Offering begins that is so determined by the Company's Management (the "Offering Period").

5 The 9% Convertible Preferred Stock Shares are being offered by the Company on a "Best Efforts" basis with no minimum and
6 without the benefit of a Placement Agent. The Company can provide no assurance that this Offering will be completely sold out.
If less than the maximum proceeds are available, the Company's business plans and prospects for the current fiscal year could be
adversely affected.

7 The Company has not made any arrangements to place funds raised in this Offering in an escrow, trust or similar account. Any
8 investor who purchases securities in this Offering will have no assurance that other purchasers will invest in this Offering.
Accordingly, if the Company should file for bankruptcy protection or a petition for insolvency bankruptcy is filed by creditors
against the Company, Investor funds may become part of the bankruptcy estate and administered according to the bankruptcy
laws.

9 The Securities to be offered with this proposed offering shall be initially offered by Company, mainly by Mr. Thompson and Mr.
10 Custardo, each Executive Officers of the Company. The Company anticipates engaging members of the Financial Regulatory
Authority ("FINRA") to sell the Securities for the Company, though the Company has not yet engaged the Services of any
11 FINRA Broker Dealers. The Company intends to engage a FINRA Broke Dealer to offer the Securities to prospective investors
on a "best efforts" basis, and the Company's Broker Dealers will have the right to engage such other FINRA Broker Dealer
12 member firms as it determines to assist in the Offering. The Company will update this Registration Statement via an amendment
to this Registration Statement upon any engagement of a FINRA Broker Dealer to offer the securities.

13 The Company anticipates that any FINRA Broker Dealer Manager will receive selling commissions of FIVE TO TEN
14 PERCENT of the Offering Proceeds, which it may re-allow and pay to participating FINRA Broker Dealers who sell the
Company's Securities. The Company's FINRA Broker Dealer Manager may also sell the Securities as part of a selling group,
15 thereby becoming entitled to retain a greater portion of the selling commissions. Any portion of the selling commissions retained
by the FINRA Broker Dealer Manager would be included within the amount of selling commissions payable by the Company
and not in addition to.

16 The Company anticipates that that its FINRA Broker Dealer Manager may enter into an agreement with the Company to
17 purchase "Underwriter Warrants". Should the Company enter into an Underwriter Warrants Agreement with its FINRA Broker
Dealer Manager, a copy of the agreement will be filed with the United States Securities and Exchange Commission as an Exhibit
to an amended Registration Statement of which this Offering is part.

18 The Company anticipates that the Company and any FINRA Broker Dealer will each enter into a Broker Dealer Manager
19 Agreement, which will be filed with the United States Securities and Exchange Commission as an Exhibit to an amended
Registration Statement of which this Offering is part, for the sale of the Company's Securities. FINRA Broker Dealers desiring to
20 become members of a Selling Group will be required to execute a Participating Broker Dealer Agreement with the Company's
FINRA Broker Dealer, either before or after the date of this Registration Statement.

21 In order to subscribe to purchase the Securities, a prospective Investor must complete, sign and deliver the executed Subscription
22 Agreement, Investor Questionnaire and Form W-9 to **AdvantaMeds Solutions USA Fund I, Inc.** and either mail or wire funds
for its subscription amount in accordance with the instructions included in the Subscription Package.

23 The Company reserves the right to reject any Investor's subscription in whole or in part for any reason. If the Offering terminates
or if any prospective Investor's subscription is rejected, all funds received from such Investors will be returned without interest or
deduction.

24 In addition to this Offering Circular, subject to limitations imposed by applicable securities laws, we expect to use additional
25 advertising, sales and other promotional materials in connection with this Offering. These materials may include public
advertisements and audio-visual materials, in each case only as authorized by the Company. Although these materials will not
26 contain information in conflict with the information provided by this Offering and will be prepared with a view to presenting a
balanced discussion of risk and reward with respect to the Securities, these materials will not give a complete understanding of
27 this Offering, the Company or the Securities and are not to be considered part of this Offering Circular. This Offering is made
only by means of this Offering Circular and prospective Investors must read and rely on the information provided in this Offering
Circular in connection with their decision to invest in the Securities.